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UNITED STATES OF AMERICA, STATE OF OHIO, OFFICE OF THE SECRETARY OF STATE.

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show Certificate of MERGER of RAYTHEON CONSTRUCTORS INC., a Delaware corporation qualified to do business within the State of Ohio on January 3rd, 1984 under License No. 626030 and RAYTHEON ENGINEERS & CONSTRUCTORS, INC., a Delaware corporation qualified to do business within the State of Ohio on March 2nd, 1936 under License No. 165883, merging into: MORRISON KNUDSEN CORPORATION, survivor of said merger, an Ohio corporation, Charter No. 171108, change survivors Corporate title to: WASHINGTON GROUP INTERNATIONAL, INC., was filed in this office on July 7th, 2000 of the Records of Incorporation. Said surviving corporation, WASHINGTON GROUP INTERNATIONAL, INC., an Ohio corporation, Charter No. 171108, having its principal location in Cleveland, County of Cuyahoga, was incorporated on July 1st, 1937 is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at

Columbus, Ohio on

July 24, 2000

J. Kenneth Blackwell Secretary of State

Couneth Blackmell

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